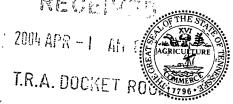
TENNESSEE REGULATORY AUTHORITY

Deborah Taylor Tate, Chairman Pat Miller, Director Sara Kyle, Director Ron Jones, Director



460 James Robertson Parkway Nashville, Tennessee 37243-0505

March 31, 2004

Charles B. Welch, Jr.
Farris Matthews Branan Bobango Hellen & Dunlap, PLC.
618 Church Street, Suite 300
Nashville, TN 37219

RE: Petition of Time Warner Telecom, Inc., Time Warner Telecom Holdings, Inc. and Time Warner Telecom of the Mid-South, LLC for Approval to Issue Debt. Docket No. 04-00051.

Dear Mr. Welch:

In anticipation of the debt issuance as set forth in the Petition, enclosed is a staff data request which will allow us to more effectively review the petition. This is Staff Data Request No. 3. It is requested that you provide thirteen (13) copies when submitting your response. The response should be received in this office no later than April 6, 2004.

- 1. How much savings in interest expenses will be realized by TWTC Holdings as a result of these transactions? Specify with details.
- 2. What interest rate will apply for the \$150 million credit facility? Explain in details.
- 3. In the Form 10-K filed with the United States Securities and Exchange Commission for the fiscal year ended December 31, 2003, TWT Inc. states the following at page 45: "... as adjusted for the impact of the issue of the 2011 Notes, and 9 ½% Senior Notes and the repayment of the credit facility that occurred in February 2004." (emphasis added) Are we right to assume that some or all of the transactions have been consummated before approval by some state public service commissions? Explain.

If you have any questions concerning this data request, please contact me at 615-741-2904, ext. 150.

Sincerely,

Aster Adams, Chief

Market Monitoring and Economic Analysis Division

ster adams

AA04-00051TWTC